

EXHIBIT A

ORRICK, HERRINGTON & SUTCLIFFE LLP

INVOICES FOR THE TIME PERIOD

MAY 1-31, 2009

*Please note that redactions have been made to the invoices for certain privileged and confidential material.



ORRICK, HERRINGTON & SUTCLIFFE LLP
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David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

June 15, 2009
Client No. 17367
Invoice No. 1195013

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through May 31, 2009 in connection with
the matters described on the attached pages:

\$ 404,767.75

DISBURSEMENTS as per attached pages:

16,762.38

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 421,530.13

Matter(s): 17367/11, 12, 13, 15, 2, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$1,310,563.60
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
4253 Collections Center Drive
Chicago, IL 60693
Reference: 17367/ Invoice: 1195013
E.I.N. 94-2952627
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:
ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1195013
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:
ABA Number 121-000358
Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1195013
E.I.N. 94-2952627



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June 15, 2009
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Orrick Contact: Roger Frankel

For Legal Services Rendered Through May 31, 2009 in Connection With:

Matter: 7 - Insurance Matters

05/01/09	K. Suomela	Modify database queries of policies (1.5); update allocation model with new policy dataset and check formulas (2.5).	4.00
05/01/09	P. Mahaley	Analyze insurer proposal re Plan document changes (1.2); draft proposed responses to insurer discovery requests (2.1); prepare for deposition of J. Posner (1.2); confer with R. Wyron re interface between Plan and existing insurance settlements (.8).	5.30
05/01/09	J. Guy	Attend P. Lockwood deposition (9.0); conferences with various parties (1.0).	10.00
05/02/09	R. Frankel	Review e-mail and revise insurance plan language from Goodwin Proctor, e-mails re same.	0.80
05/04/09	S. Cruzado	Review network drive re recently filed documents (.5); review discovery (1.0).	1.50
05/04/09	P. Mahaley	Draft settlement agreement with insurer (6.3); confer with insurer counsel re proposed changes to draft settlement agreement (.4).	6.70
05/04/09	J. Guy	Work on various insurance settlements.	1.50
05/04/09	R. Frankel	Review series of e-mails re reimbursement agreements.	0.60
05/05/09	P. Mahaley	Review insurer proposed settlement terms (.6); confer with Orrick team re insurance settlement status and specific insurer settlement proposals (1.7); confer with L. Esayan and R. Horkovich, along with J. Guy, re key terms of insurer settlement and communication to insurer re same (.7); review transcript of deposition of P. Lockwood re insurance-related issues to prepare for depositions of J. Posner and G. Priest (1.3).	4.30
05/05/09	J. Guy	Attention to various insurance settlements.	2.50



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05/06/09	P. Mahaley	Attend deposition of J. Posner to analyze testimony re insurance issues (8.5); review materials to prepare for deposition of G. Priest (2.0).	10.50
05/06/09	J. Guy	Conference with various parties regarding insurance settlements and stipulations; attention to same.	0.80
05/06/09	R. Frankel	Review e-mails re [REDACTED] Grace insurance issues, term sheets (.7); review insurance memo from P. Mahaley for D. Austern (.4).	1.10
05/07/09	P. Mahaley	Attend deposition of G. Priest.	8.00
05/07/09	J. Guy	Work on various insurance settlements.	1.50
05/08/09	P. Mahaley	Collect materials regarding preparation of D. Austern for deposition (2.5); draft summary of deposition of J. Posner (5.0); analyze insurer settlement communications (.9); confer with insurer counsel re draft settlement agreement (.5).	8.90
05/08/09	J. Guy	Attention to insurance settlements.	1.20
05/11/09	P. Mahaley	Revise draft settlement agreement with insurer.	4.80
05/11/09	J. Guy	Attention to pending insurance settlement issues.	0.80
05/11/09	R. Frankel	Review updated insurance settlement chart.	0.60
05/12/09	P. Mahaley	Review insurance policy limits information for settlement purposes (.5); confer with Orrick team re insurer settlement status and next steps (1.5); investigate scope of injunction under Plan (.6); revise draft settlement agreements with insurers (6.6); confer with R. Wyron re revisions to draft insurer settlement agreement and re proposed terms of settlements with other insurers (1.0).	10.20
05/12/09	M. Wallace	Discuss documentation needed to complete settlement.	0.10
05/12/09	J. Guy	Attention to various insurance settlement issues.	0.60
05/12/09	J. Guy	Attention to treatment of insurers under Plan.	0.70
05/12/09	R. Wyron	Review draft insurance settlement agreement and term sheets (.9); confer with P. Mahaley on issues and follow-up (1.2).	2.10
05/12/09	R. Frankel	Review issues re [REDACTED] insurance settlement, re [REDACTED] and [REDACTED].	0.70
05/13/09	S. Cruzado	Conference regarding insurance coverage charts and corporate history; review latest versions of insurance coverage charts.	0.50
05/13/09	P. Mahaley	Prepare for and attend 30(b)(6) deposition of R. Finke re insurance issues (10.0); draft summary of highlights of R. Finke deposition (1.9).	11.90
05/13/09	J. Guy	Analyze insurance settlement issues.	0.80
05/14/09	K. Suomela	Office telephone conference with J. Posner, M. Garbowski and P. Mahaley regarding remaining limits (1.0); office conference with P. Mahaley regarding same (.5); review notes and files regarding same (.5).	2.00



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05/14/09	P. Mahaley	Draft summary of deposition of R. Finke re insurance issues (1.3); confer with ACC representatives and Debtor representatives re exhaustion of insurance coverage for settlement negotiation purposes (1.5); assist in preparation of D. Austern for deposition (3.3); revise draft settlement agreement with insurer (3.8).	9.90
05/14/09	J. Guy	Attention to insurance settlements.	0.70
05/14/09	R. Wyron	Review settlement issues with P. Mahaley and e-mails re same (.8); review [REDACTED] issues and respond to e-mail re open items (.2); review draft settlement agreement (.8).	1.80
05/15/09	P. Mahaley	Draft insurer settlement agreements and term sheets (6.6); confer with representatives of ACC and Debtors re proposed terms of insurance settlement (.3); examine insurance policy data re settlement allocations (2.1).	9.00
05/17/09	R. Wyron	Detailed review of draft settlement agreement (1.3); review memo re same (.4); review e-mail on reimbursement agreements and respond (.3); review term sheet for settlement (.3).	2.30
05/18/09	P. Mahaley	Investigate scope of asbestos insurance settlement agreement re designation in Exhibit 5 to Plan and communicate with counsel for Debtors and ACC re same (1.6); participate in mediation conference call with insurer representatives (.4); investigate potential changes to insurer settlement allocations based on comments by insurer (4.7).	6.70
05/18/09	J. Guy	Attention to insurance settlements.	0.80
05/19/09	P. Mahaley	Participate in confirmation team meeting re insurance settlement progress (1.2); confer with L. Esayian and R. Horkovich re preparation for settlement meeting with insurer (.4); draft insurer settlement agreements and issue summaries re same (6.7).	8.30
05/19/09	J. Guy	Attention to various pending insurance settlements.	0.40
05/19/09	J. Guy	Analyze related issues regarding pending insurance settlements.	0.50
05/19/09	R. Wyron	Review draft settlement agreement and organize comments.	1.90
05/20/09	P. Mahaley	Confer with R. Wyron re proposed revisions to draft settlement agreement (1.8); revise draft insurer settlement agreements (6.2).	8.00
05/20/09	M. Wallace	Review correspondence regarding insurance escrow agreement.	0.10
05/20/09	J. Guy	Attention to various insurance settlements.	0.80
05/20/09	R. Wyron	Review draft settlement agreement (1.1); confer with P. Mahaley on open issues, revised draft and insurer meeting, and follow-up (1.6); review e-mails on insurance issues (.4).	3.10



05/21/09	P. Mahaley	Analyze draft response to objection based on treatment of insurance rights and draft proposed changes (2.0); prepare for settlement meeting with insurer, including reviewing objections and prior settlement agreements and outlining proposed term sheet (6.0); revise draft insurer settlement agreement (1.4).	9.40
05/21/09	J. Guy	Analyze issues concerning insurance settlements.	1.00
05/21/09	R. Wyron	Review outline for meeting with insurers (.3); call with P. Mahaley on plan issues and follow-up (.3).	0.60
05/22/09	P. Mahaley	Prepare for and conduct settlement meeting with insurer.	4.50
05/26/09	P. Mahaley	Prepare for and participate in confirmation team meeting re insurance settlement status and strategy (2.1); draft settlement agreement and settlement term sheets with insurers (5.3); draft summary of open issues re insurer settlement terms for reimbursement and settlement agreements to prepare for plan proponents' telephone conference re same (2.7).	10.10
05/26/09	M. Wallace	Review escrow agreement for insurance settlement and provide comments to same.	0.90
05/26/09	J. Guy	Attention to pending settlements.	1.00
05/26/09	R. Frankel	Confer with Grace team re insurance settlement status.	0.50
05/27/09	P. Mahaley	Revise draft insurer settlement agreements and term sheets (4.9); review and revise draft memorandum of law supporting motion to strike insurer experts (.6); revise summary of open issues re insurance settlement strategy (1.0); analyze insurer objections and prepare summary of same (2.9).	9.40
05/27/09	J. Guy	Attention to insurance settlements.	0.80
05/27/09	R. Wyron	Review materials to prepare for 5/28 call with ACC (.4); follow-up with P. Mahaley (.2).	0.60
05/28/09	P. Mahaley	Revise draft insurer settlement agreements and term sheets (3.4); analyze and summarize insurer objections to Plan confirmation (4.7); confer with representatives of Debtor and ACC re insurance settlement strategy (1.8).	9.90
05/28/09	J. Guy	Telephone call with Plan proponents and Orrick team regarding various pending insurance matters.	1.50
05/28/09	J. Guy	Attention to various insurance settlement issues for various parties.	0.70
05/28/09	R. Wyron	Call with ACC on strategy.	0.70
05/29/09	P. Mahaley	Revise draft insurer settlement documents (4.3); analyze and summarize insurer objections to Plan (4.6).	8.90
05/29/09	J. Guy	Attention to various insurance settlements.	1.30
05/29/09	R. Wyron	Review insurer's issues (.3); review status of settlement discussions (.4).	0.70



05/31/09 R. Wyron Review draft approval order and notice for settlement, and provide comments. 0.80

Total Hours 222.60
Total For Services \$141,095.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen C. Cruzado	2.00	230.00	460.00
Roger Frankel	4.30	945.00	4,063.50
Jonathan P. Guy	29.90	755.00	22,574.50
Peri N. Mahaley	164.70	605.00	99,643.50
Kirt D. Suomela	6.00	290.00	1,740.00
Mary A. Wallace	1.10	650.00	715.00
Richard H. Wyron	14.60	815.00	11,899.00
Total All Timekeepers	222.60	\$633.85	\$141,095.50

Disbursements		
Document Reproduction	186.70	
Local Taxi Expense	108.77	
Out of Town Business Meals	19.69	
Parking Expense	87.00	
Telephone	30.16	
Travel Expense, Local	330.00	
Travel Expense, Out of Town	355.12	
Total Disbursements		\$1,117.44

Total For This Matter \$142,212.94



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Matter: 8 - Litigation

04/28/09	K. Orr	Various e-mails to/from Orrick team, counsel for Plan Proponents and counsel for objecting parties regarding discovery and various motions deadlines (.6); prepare materials for internal meeting (.2); review index of D. Austern materials (.1); review and analyze motion to strike Florence and Libby motion to amend CMO (.4); office conference with Orrick team regarding status of discovery and insurance settlements (1.5); review of confirmation expert reports and summarize same (.5); review and analyze disclosure statement regarding Libby issues and prepare memo regarding Libby (1.7); telephone conference with J. Guy and counsel for Plan Proponents regarding Protective Order, Libby Motion to Amend CMO and depositions (1.3).	6.30
05/01/09	J. Burke	Research regarding Grace criminal trial.	0.20
05/01/09	J. Cutler	Prepare for and participate in P. Lockwood deposition (10.4); continue preparation for D. Austern deposition (.5).	10.90
05/01/09	K. Orr	Various e-mails to/from internal team regarding discovery, depositions and 5/14 hearings (.3); research federal and local rules regarding notices of deposition (.1).	0.40
05/01/09	R. Wyron	Review new discovery requests (.4); review settlement issues (.5).	0.90
05/01/09	R. Frankel	Attend P. Lockwood deposition by telephone.	3.70
05/01/09	R. Frankel	Confer with E. Inselbuch re Edwards judgment, settlement issues, confirmation at C&D (NY) (1.3); notes re Edwards (.2).	1.50
05/02/09	R. Frankel	Review Debtors' motion for Protective Order re Libby discovery, related motion and order shortening time.	1.20
05/02/09	R. Frankel	Review fax from PD claimant, consider same.	0.30
05/03/09	R. Frankel	Review series of memos re P. Lockwood deposition, consider related insurance issues.	0.70
05/04/09	J. Burke	Review recently filed pleadings (5.5); discuss same with D. Fullem (.2); case law research regarding confirmation issue (.6).	6.30
05/04/09	J. Cutler	Attend P. Lockwood deposition.	4.30



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05/04/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding depositions, insurance issues, agenda for internal meeting and written discovery responses (1.2); review and analyze various docket entries and attention to case calendar (.5); review and analyze motions and joinders to same set for hearing on 5/14 and related orders (1.0); prepare agenda for internal meeting (.2); review discovery responses in connection with D. Austern preparation (2.2). Prepare for and attend P. Lockwood's deposition; meet and confer with Insurers.	5.10
05/04/09	J. Guy	Prepare for upcoming depositions.	5.00
05/04/09	J. Guy	Review settlement issues from T. Freedman (.4); organize notes for strategy meeting (.4); confer with R. Frankel regarding Edwards issues and follow-up (.6); review BNSF pleadings (.8); review P. Lockwood deposition issues (1.2).	1.30
05/04/09	R. Wyron	Telephone conference with J. Guy, P. Mahaley, R. Wyron re Lockwood deposition.	3.40
05/04/09	R. Frankel	Review litigation-discovery schedule, agenda for internal meeting.	0.60
05/04/09	R. Frankel	Attend by telephone deposition of P. Lockwood.	0.40
05/04/09	R. Frankel	Attend confirmation strategy meeting with Orrick team (1.5); research regarding claims filings (.5); review recently filed pleadings (1.1); research and revise memoranda regarding confirmation issues (3.9); research regarding Grace criminal case (.2).	3.60
05/05/09	J. Burke	Revise preparation materials for D. Austern deposition.	7.20
05/05/09	J. Cutler	Telephone conference with Orrick team regarding strategy and next steps.	5.30
05/05/09	D. Felder	Prepare materials for internal team meeting (.2); review and analyze various docket entries (.2) office conference with litigation team regarding case status, discovery and insurance issues (.5); attend deposition of D. Kuchinsky via telephone (1.5); prepare memo regarding D. Kuchinsky deposition (.2); attention to compilation of discovery responses and various phones conferences and e-mails to/from S. Cruzado regarding same (.5); various e-mails to/from internal team and counsel for Plan Proponents regarding virtual dataroom, written discovery responses and insurance settlements (1.0).	1.50
05/05/09	K. Orr	Attention to numerous pending matters concerning Plan litigation.	4.10
05/05/09	J. Guy		4.00



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05/05/09	R. Wyron	Review and organize notes for status meeting (.4); lead status meeting with Orrick litigation team and follow-up (1.6); review e-mails regarding discovery and respond (.4); review MCC claim objection and follow-up (.3); review issues with potential settlements and respond to e-mails re same (.8).	3.50
05/05/09	R. Frankel	Confer with Orrick team re discovery, strategy issues (1.3); review series of e-mails re discovery (.6).	1.90
05/06/09	J. Burke	Revise memoranda regarding confirmation issues (.5); review docket filings (.1).	0.60
05/06/09	J. Cutler	Review P. Lockwood deposition transcripts and draft memo analyzing P. Lockwood deposition (3.2); discuss BNSF claims with R. Wyron (.3).	3.50
05/06/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding case status, discovery, CMO and May 14 hearing (.4); review and analyze various docket entries (.3); review and analyze discovery responses in connection with D. Austern preparation and attention to organization of same (.5); prepare memo regarding D. Kuchinsky deposition (2.0).	3.20
05/06/09	J. Guy	Attend deposition of J. Posner.	6.00
05/06/09	J. Guy	Attention to witness preparation for D. Austern.	0.80
05/06/09	J. Guy	Attention to pending discovery and depositions.	0.50
05/06/09	R. Wyron	Follow-up on settlement issues with various objections, including calls and e-mails with J. Guy and T. Freedman re settlement points (.8); review P. Lockwood transcript and organize notes for D. Austern preparation (1.4); review documents for J. Posner deposition and e-mails re same (.6).	2.80
05/06/09	R. Frankel	Review 3d amended CMO and series of e-mails re same (.8); review e-mails, stipulation re MD Casualty objection (.4).	1.20
05/06/09	R. Frankel	Review P. Lockwood transcript in preparation for D. Austern meeting.	1.90
05/06/09	R. Frankel	Review outlines of D. Austern preparation and direct testimony.	0.60
05/06/09	R. Frankel	Review series of e-mails re discovery issues, notices, deposition schedule.	0.70
05/06/09	R. Frankel	Review Edwards file in preparation for J. Rice telephone conference (.2); telephone conference with J. Rice re Edwards judgment (.3).	0.50
05/07/09	J. Cutler	Continue preparations for meeting with D. Austern.	2.20



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05/07/09	K. Orr	Review memo regarding P. Lockwood deposition (.3); various e-mails to/from internal team regarding depositions, case calendar and D. Austern preparation (.3); attention to updating deposition and trial prep calendar (.3).	0.90
05/07/09	J. Guy	Attention to and strategize regarding Libby and Insurer confirmation objections.	1.00
05/07/09	J. Guy	Attention to pending discovery and stipulations with parties.	0.70
05/07/09	R. Wyron	Prepare for D. Austern deposition prep meeting on 5/8 (1.3); review P. Lockwood deposition (.8).	2.10
05/07/09	R. Frankel	Review Libby response to discovery.	0.60
05/07/09	R. Frankel	Review e-mails, exhibits regarding J. Posner deposition.	0.40
05/07/09	R. Frankel	Review memo of D. Kuchinsky deposition.	0.60
05/07/09	R. Frankel	Confer with R. Wyron re Edwards, prepare for D. Austern, related issues.	0.60
05/07/09	R. Frankel	Review J. Cutler memo re P. Lockwood deposition (.7); further review of P. Lockwood transcript (.6).	1.30
05/07/09	R. Frankel	Review outline, notes in preparation for meeting with D. Austern.	0.80
05/08/09	J. Burke	Research regarding Grace criminal case.	0.50
05/08/09	J. Cutler	Participate in witness deposition prep session.	4.30
05/08/09	K. Orr	Review and analyze Libby arguments and objections (.8); various e-mails to/from internal team and counsel for Plan Proponents regarding depositions and objections to Libby CMO motion (.4); review draft objection to Libby CMO motion (.3).	1.50
05/08/09	J. Guy	Telephone call with various Plan Proponents regarding pending discovery and plan confirmation issues (separate occasions).	1.30
05/08/09	J. Guy	Attention to Plan objections, including Libby objections.	0.80
05/08/09	J. Guy	Meet with D. Austern regarding deposition.	4.00
05/08/09	R. Wyron	Review and finalize issues list for D. Austern preparation (.6); meet with D. Austern re deposition preparation (3.8); organize notes on plan objections and follow-up on open discovery issues (.6); review e-mails regarding plan changes to resolve objections and follow-up (.8); call with Debtors' counsel on litigation status and follow-up (.9).	6.70
05/08/09	R. Frankel	Review file, memos in preparation for D. Austern meeting.	0.60
05/08/09	R. Frankel	Confer with D. Austern, J. Guy, R. Wyron, J. Cutler in preparation for deposition (4.5); notes re same (.3).	4.80
05/08/09	R. Frankel	Review various reports re Grace criminal case (.4); review Parry-Hill objection (.1).	0.50



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05/09/09	R. Wyron	Review e-mails re insurance issues and follow-up (.4); review pleadings on notes for change in schedule and follow-up (.8).	1.20
05/10/09	J. Burke	Review recently filed pleadings (.2); e-mail R. Wyron with summary of same (.5).	0.70
05/11/09	J. Burke	Review recently filed pleadings.	2.30
05/11/09	K. Orr	Review and analyze joinders and responses to Libby's motion to amend CMO, Arrowood's motion to strike Whitehouse, Debtors' motion for protective order and Arrowood's motion for judicial notice (2.0); prepare memo regarding Libby claims and arguments (.7); review memo re J. Posner deposition (.3); office conference with J. Guy regarding 5/14 hearing, upcoming depositions and case status (.4); various e-mails to/from internal team regarding deposition memos, deposition schedule and agenda for meeting (.5).	3.90
05/11/09	J. Guy	Attention to plan objections and plan discovery.	1.20
05/11/09	R. Wyron	Review summary of P. Lockwood testimony for D. Austern preparation.	1.60
05/11/09	R. Frankel	Review memo re J. Posner deposition (1.1); review objection of Bank Lender group to CMO change (.4).	1.50
05/11/09	R. Frankel	Review series of e-mails re discovery issues, agenda for May 14 hearing.	0.70
05/11/09	R. Frankel	Prepare notes re follow-up meeting with D. Austern.	0.80
05/11/09	R. Frankel	Review opposition of Debtors to Libby motion for postponement (.7); review Debtors' joinder re Whitehouse report (.6).	1.30
05/11/09	R. Frankel	Review ACC opposition to Libby's request to change CMO.	0.70
05/11/09	R. Frankel	Review various deposition calendars, e-mails re discovery.	0.40
05/12/09	J. Cutler	Attend litigation team meeting.	1.30
05/12/09	D. Felder	Telephone conference with Orrick team regarding strategy and next steps.	1.10



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05/12/09	K. Orr	Prepare materials for internal meeting (.2); office conference with internal team regarding discovery, trial prep, status of insurance settlements and other Plan issues (1.4); detailed review of motion to strike Whitehouse report and joinders and responses to same (.5); various e-mails to/from internal team and counsel for Plan Proponents regarding outstanding written discovery and depositions (.6); review and analyze various docket entries (.3); review deposition notices and attention to deposition calendar (.3); phone conference with counsel for Plan Proponents regarding trial brief (1.3); review Libby supplemental discovery responses and production and prepare index of production (2.2); review exhibits to Whitehouse supplemental report (.5).	7.30
05/12/09	M. Wallace	Discuss insurer objection issues regarding indemnity and past corporate entity ownership with R. Wyron.	0.10
05/12/09	J. Guy	Internal meeting with Orrick team to discuss pending matters.	1.20
05/12/09	J. Guy	Prepare for and telephone call with Plan Proponents to discuss Phase I Brief and related confirmation issues.	1.70
05/12/09	J. Guy	Attention to pending discovery and depositions.	0.80
05/12/09	J. Guy	Analyze Libby issues.	0.40
05/12/09	R. Wyron	Review discovery status (.7); follow-up on open items regarding potential settlements (.4); lead strategy meeting (1.2); review draft settlement agreement (.4); organize notes re plan changes (.8); call with P. Lockwood re issues (.6); call with Debtors and ACC on briefing for Phase I and settlement issues (1.1); follow-up on open item on discovery (.3).	5.50
05/12/09	R. Frankel	Review Michigan objection to confirmation (.3); review amended agenda (.2).	0.50
05/12/09	R. Frankel	Telephone conference with litigation team re pending issues, strategy (1.3); notes re same (.3).	1.60
05/12/09	R. Frankel	Review Libby responses re Whitehouse Report, Arrowood, deposition notices.	1.40
05/12/09	R. Frankel	Review pleadings generally in connection with May 14 hearing.	0.60
05/13/09	S. Cruzado	E-mail and telephone communication with K. Love regarding recent depositions (.2); upload depositions and link exhibits to LiveNote (.5); organize pleadings on network (.5).	1.20



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05/13/09	K. Orr	Various e-mails to/from internal team regarding written discovery (.2); review and analyze Shein expert report (.4); review and analyze various docket entries (.2); update calendar (.1); phone conference with M. Hurford regarding written discovery (.1); analyze various Libby issues and prepare Libby memo (1.2).	2.20
05/13/09	J. Guy	Attention to responses to discovery, pending depositions, preparation for D. Austern deposition.	0.80
05/13/09	R. Wyron	Organize outline for deposition preparation for D. Austern (.6); review Libby issues for 5/14 hearing (.3).	0.90
05/13/09	R. Frankel	Confer with R. Wyron re issues in preparation for D. Austern meeting (.3); prepare further notes re deposition (.6).	0.90
05/13/09	R. Frankel	Review series of e-mails re discovery, deposition schedule.	0.60
05/13/09	R. Frankel	Review Mathis expert report.	0.60
05/14/09	D. Fullem	Review and respond to e-mails from D. Felder regarding Omni review contract; update D. Felder re same.	0.50
05/14/09	J. Cutler	Participate in witness preparation meeting (2.4); prepare documents for witness deposition (.3).	2.70
05/14/09	K. Orr	Prepare discovery chart for hearing (.2); various e-mails to/from internal team and counsel for Plan Proponents regarding hearing and discovery (.5); review and update written discovery status materials (.6); attend telephonically J. Shein deposition (5.0).	6.30
05/14/09	M. Wallace	Review correspondence regarding One Beacon.	0.10
05/14/09	J. Guy	Work on pending matters with Libby claimants and other objectors.	0.80
05/14/09	J. Guy	Attend hearing (via telephone) on May 14 regarding various discovery matters.	4.20
05/14/09	J. Guy	Meet with D. Austern and Grace team regarding May 15 deposition and to discuss pending matters.	1.80
05/14/09	R. Wyron	Meet with D. Austern to prepare for deposition on plan issues and follow-up (2.1); review results of hearing on Libby issues and e-mails re same (.6).	2.70
05/14/09	R. Frankel	Attend discovery hearing by telephone.	3.20
05/14/09	R. Frankel	Confer with D. Austern in preparation for deposition.	2.60
05/14/09	R. Frankel	Review P. Mahaley memo re R. Finke deposition.	0.80
05/15/09	D. Fullem	E-mails regarding Omni for Grace June phase I confirmation hearing; review responses to same.	0.40
05/15/09	J. Cutler	Participate in D. Austern deposition.	5.80
05/15/09	J. Guy	Prepare for D. Austern deposition.	0.50
05/15/09	J. Guy	Defend deposition and conferences with Plan Proponents during breaks on various confirmation issues.	5.50
05/15/09	J. Guy	Analyze issues raised at deposition.	0.50



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05/15/09	J. Guy	Attention to various proposed Orders and other pending litigation matters.	0.60
05/15/09	R. Wyron	Meet with D. Austern following deposition and follow-up (.8); confer with J. Guy and P. Mahaley on discovery issues, and follow-up (.6).	1.40
05/15/09	R. Frankel	Attend portions of D. Austern deposition (3.2); confer with D. Austern (.7).	3.90
05/15/09	R. Frankel	Review Plan Proponents draft final witness list, e-mails re same.	0.40
05/16/09	R. Frankel	Review confirmation witness lists from Arrowood, Longacre, UCC, Certain Insurers, CNA, Federal, AXA Belgium.	0.80
05/16/09	R. Frankel	Review Kaneb final objection to confirmation, debtors' response to Libby motion to strike Florence report.	0.70
05/17/09	R. Wyron	Review Zilly report and outline issues (.3); organize notes on additional deponents and follow-up (.2); begin review of deposition summaries (.3).	0.80
05/18/09	S. Cruzado	Review filed documents.	1.00
05/18/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding Omni.	0.20
05/18/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding draft Libby protective order, witness lists, expert reports and written discovery (.5); review and analyze various docket entries (.2); review draft Libby protective order (.2); office conference with J. Guy regarding D. Austern deposition, protective order and case status (.1); attention to deposition schedule (.2); prepare memo regarding J. Shein deposition (2.5); phone conference with counsel for Plan Proponents regarding Phase II depositions (.6).	4.30
05/18/09	J. Guy	Telephone call with Plan Proponents regarding witness depositions and related issues.	0.60
05/18/09	J. Guy	Review various e-mails and correspondence regarding pending litigation matters.	0.70
05/18/09	R. Frankel	Review Libby proposal confidentiality order and COC and subsequent comments to both.	1.30
05/18/09	R. Frankel	Review issues re confidentiality order revisions from Libby.	0.60
05/19/09	J. Burke	Attend confirmation strategy meeting with litigation team (1.1); review and summarize docket entries for R. Wyron (.2).	1.30
05/19/09	J. Cutler	Correspond with experts.	1.30
05/19/09	D. Felder	Review e-mail correspondence regarding discovery issues and next steps (.1); telephone conference with Orrick team regarding strategy and next steps (1.0).	1.10



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05/19/09	K. Orr	Various e-mails to/from internal team and Plan Proponents regarding written discovery, expert reports, final Phase I witnesses and depositions (.2); prepare materials for internal meeting (.2); office conference with Orrick team regarding discovery, status of insurance settlements, confirmation hearing and June 1 hearing (1.3); prepare final Phase I witness chart and action points regarding same (.6); prepare memo regarding J. Shein deposition (1.6).	3.90
05/19/09	J. Guy	Meeting with Orrick team regarding various pending matters.	1.20
05/19/09	J. Guy	Review docket and numerous e-mails from Plan Proponents regarding witness and discovery issues.	0.80
05/19/09	R. Wyron	Review strategy outline (.4); participate in strategy conference with OHS team (1.1); begin to review objections (.8).	2.30
05/19/09	R. Frankel	Review competing pleadings re Whitehouse Report, certificate of counsel (.3); review agenda for June 1 (.2); review agenda for internal meeting (.2).	0.70
05/19/09	R. Frankel	Confer with Grace team re discovery, insurance, strategy issues.	1.30
05/20/09	K. Orr	Prepare agenda for internal meeting (.1); various e-mails to/from internal team, counsel for Plan Proponents and counsel for objectors regarding default interest ruling and objections to plan (.4); prepare memo regarding J. Shein deposition (3.0); update deposition calendar (.1); review Libby expert reports (1.0).	4.60
05/20/09	J. Guy	Attention to Plan objections and related matters.	0.90
05/20/09	R. Frankel	Telephone conference with S. Shimshak re status.	0.30
05/20/09	R. Frankel	Review, prepare notes re opinion on issue of default interest, consider effect on plan.	1.20
05/20/09	R. Frankel	Preliminary review of objections to confirmation (.8); series of e-mails re same (.7); telephone conferences with R. Wyron re same (.3); review objection of U.S. Trustee (.5).	2.30
05/20/09	R. Frankel	Review memo re J. Shein deposition.	0.80
05/20/09	R. Frankel	Review debtors' draft motion re contributions to Defined Benefit Pension Plans.	0.70
05/21/09	D. Fullem	Confer with R. Wyron regarding June hearing dates; e-mail to D. Felder regarding same; prepare rooming list; e-mail to Omni.	0.50
05/21/09	D. Fullem	Review upcoming trial dates; contract with Omni.	0.20



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05/21/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding final objections, depositions and written discovery (.5); update deposition calendar and discovery chart (.3); prepare agenda for internal meeting (.1); review Arrowood objection to motion to shorten time (.2); review and summarize various Libby expert reports (2.0); attention to preparation of binders for objections and review and edit index for same (.2).	3.30
05/21/09	R. Frankel	Review objections to confirmation of Longacre, Bank Lender Group, Official Unsecured Creditors Committee.	2.80
05/22/09	J. Guy	Analyze confirmation issues.	0.70
05/22/09	J. Guy	Attention to recent litigation filings.	0.30
05/22/09	J. Guy	Numerous e-mails from Plan Proponents and interested parties regarding pending discovery and Plan confirmation matters.	0.70
05/22/09	J. Guy	Work on standing stipulation.	0.60
05/22/09	J. Guy	Review objections.	0.80
05/22/09	R. Wyron	Begin review of Libby objection; review summary of insurer objections.	1.00
05/22/09	R. Frankel	Review objections to confirmation of Federal Insurance (.7), Tyco (.3), ERISA plaintiffs (.3), Edwards judgment creditors (1.3), Scotts Company (1.2).	3.80
05/22/09	R. Frankel	Review Disputed Classification Declaration.	0.50
05/25/09	R. Wyron	Review summary outline of evidence for confirmation hearing (.6); review witness list issues for Phase I (.4).	1.00
05/25/09	R. Frankel	Review Zilly expert rebuttal report with exhibits.	1.20
05/25/09	R. Frankel	Review Anderson Memorial objection to confirmation.	0.90
05/26/09	J. Burke	Attend confirmation strategy meeting with litigation team.	1.00
05/26/09	J. Cutler	Participate in part of team meeting.	0.90
05/26/09	D. Felder	Telephone conference with Orrick team regarding strategy and next steps (1.0); review e-mail correspondence regarding same (.5).	1.50
05/26/09	K. Orr	Various e-mails to/from internal team and counsel for plan proponents regarding depositions scheduling and Whitehouse documents (.5); update deposition calendar and prepare materials for internal meeting (.3); review S. Moolgavkar expert report (.7); office conference with internal team regarding status of discovery, status of insurance settlements and confirmation issues (1.5); attend S. Moolgavkar deposition via telephone (5.7).	8.70
05/26/09	J. Guy	Attention to depositions and stipulations on standing and insurance.	1.20
05/26/09	J. Guy	Meet with Grace team regarding various pending confirmation matters.	1.50



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05/26/09	R. Wyron	Meet with OHS team re strategy and follow-up (1.2);	1.50
		review objection/discovery e-mails and follow-up (.3).	
05/26/09	R. Frankel	Review agenda, prepare for internal meeting with Grace team.	0.60
05/26/09	R. Frankel	Confer with Grace team re confirmation, discovery issues.	1.10
05/26/09	R. Frankel	Review series of e-mails re discovery disputes.	0.50
05/26/09	R. Frankel	Review objections to confirmation.	0.90
05/27/09	J. Cutler	Attend Ory deposition.	4.00
05/27/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding depositions, stipulations and confirmation issues (1.0); review and analyze various docket entries (.4); attention to expert reports and office conference with D. Spicuzza regarding same (.3); review and analyze various written discovery responses and attention to status of same (2.1).	3.80
05/27/09	J. Guy	Review and attention to insurance neutrality brief.	0.50
05/27/09	J. Guy	Attention to various Stipulations/Orders concerning standing insurance, Whitehouse Report, related issues and pending expert discovery.	1.20
05/27/09	R. Wyron	Review objections and follow-up.	0.80
05/27/09	R. Frankel	Review Libby objection to confirmation.	1.40
05/27/09	R. Frankel	Review chart from K&E re objections to confirmation sorted by code section.	1.60
05/28/09	K. Orr	Various e-mails to/from internal team and counsel for Plan Proponents regarding depositions, written discovery and preparation of trial brief (.5); review draft motion to strike (.2); review and analyze various docket entries and attention to updating deposition calendar and written discovery status chart (.7); prepare memorandum regarding S. Moolgavkar deposition (3.5).	4.90
05/28/09	J. Guy	Review objections to Plan.	1.50
05/28/09	J. Guy	Strategize regarding responses/solutions/settlement of objections.	0.50
05/28/09	J. Guy	Attention to Whitehouse Report, striking same, production of medical data and upcoming expert depositions.	0.80
05/28/09	R. Frankel	Finish review of objections chart prepared by K&E.	1.90
05/28/09	R. Frankel	Review various objections filed by insurers.	1.80
05/29/09	J. Guy	Attention to insurance neutrality brief and related issues.	0.80
05/29/09	J. Guy	Attention to upcoming deposition and expert issues.	0.90
05/29/09	R. Frankel	Review various objections by insurers.	1.20
05/31/09	R. Wyron	Begin review of insurer objections.	0.70
05/31/09	R. Frankel	Review K. Orr deposition memo re V. Moolgavkar (.8); Skinner Engine memorandum opinion (.9); review chart of insurance negotiation status (.6).	2.30



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05/31/09 R. Frankel Review Plan Proponents' motion to strike expert reports of Priest & Shein (1.0); review limited objection of CNA (.3). 1.30

Total Hours 339.10
 Total For Services \$244,550.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	20.10	360.00	7,236.00
Stephen C. Cruzado	2.20	230.00	506.00
Joshua M. Cutler	46.50	555.00	25,807.50
Debra Felder	5.20	590.00	3,068.00
Roger Frankel	86.00	945.00	81,270.00
Debra O. Fullem	1.80	255.00	459.00
Jonathan P. Guy	61.60	755.00	46,508.00
Kathleen Orr	74.70	620.00	46,314.00
Mary A. Wallace	0.20	650.00	130.00
Richard H. Wyron	40.80	815.00	33,252.00
Total All Timekeepers	339.10	\$721.18	\$244,550.50

Disbursements		
Document Reproduction	369.40	
Express Delivery	36.68	
Local Taxi Expense	115.75	
Out of Town Business Meals	560.45	
Outside Services	1,315.94	
Postage	11.15	
Telephone	2.69	
Travel Expense, Air Fare	2,139.30	
Westlaw Research	9,114.00	
Total Disbursements		\$13,665.36

Total For This Matter \$258,215.86



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Matter: 9 - Plan & Disclosure Statement

05/11/09	R. Frankel	Review updated report from Piper Jaffray re 1st quarter results, notes re same.	0.70
05/12/09	R. Frankel	Review plan sections for potential modification.	0.70
05/17/09	R. Wyron	Review Plan Supplement and note comments.	0.40
05/18/09	R. Wyron	Begin review of plan supplement (.4); organize agenda for strategy meeting (.4).	0.80
05/18/09	C. Reynolds	Review revised certificate of incorporation and provide written comments on same.	1.20
05/19/09	M. Wallace	Telephone call with R. Wyron regarding review of plan supplement documents.	0.10
05/19/09	M. Wallace	Review Grace bylaws filed with plan supplement, including against recently requested reforms.	2.00
05/19/09	M. Wallace	Research prior bylaws, review 8-K filing regarding bylaw changes and draft notes on bylaw provisions.	0.50
05/19/09	M. Wallace	Review amended and restated certificates of incorporation for debtors in various jurisdictions.	3.20
05/19/09	M. Wallace	Review parent certificate of incorporation against proposed amendment and restatement.	0.40
05/19/09	R. Wyron	Review plan supplement and call to C. Reynolds.	0.80
05/20/09	M. Wallace	Draft summary of plan supplement document review for R. Wyron review.	1.30
05/20/09	M. Wallace	Review correspondence regarding plan changes.	0.10
		Total Hours	12.20
		Total For Services	\$8,901.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	1.40	945.00	1,323.00
Clayton S. Reynolds	1.20	840.00	1,008.00
Mary A. Wallace	7.60	650.00	4,940.00
Richard H. Wyron	2.00	815.00	1,630.00
Total All Timekeepers	12.20	\$729.59	\$8,901.00



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Disbursements		
Document Reproduction	1,679.20	
Express Delivery	19.86	
Outside Services	5.12	
Postage	14.30	
Total Disbursements		\$1,718.48
Total For This Matter		\$10,619.48



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For Legal Services Rendered Through May 31, 2009 in Connection With:

Matter: 11 - Compensation of Professionals - Other

05/01/09	D. Fullem	E-mail to R. Wyron regarding follow-up on CNOs for Feb 09 fee apps of Piper, Tre Angeli and Tillinghast.	0.20
05/04/09	D. Fullem	Coordinate filing and service of CNOs for Feb 09 fee applications by Piper, Tre Angeli and Tillinghast.	0.50
05/04/09	D. Fullem	Finalize Piper, Tre Angeli and Tillinghast CNOs on February 09 fee applications.	0.80
05/05/09	D. Fullem	Prepare drafts of D. Austern's January and February 09 fee applications; e-mail to D. Austern regarding review/comment on same.	2.00
05/07/09	D. Fullem	Coordinate all March fee applications of professionals to be finalized/filed (.6); call with J. Radecki re March fee app status (.1); update D. Austern's Jan and Feb fee apps (.5); e-mail to R. Wyron regarding review/signature on notices (.1).	1.30
05/08/09	D. Fullem	Finalize and coordinate filing and service of FCR professionals March fee application and D. Austern's January and February fee applications.	1.00
		Total Hours	5.80
		Total For Services	\$1,479.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	5.80	255.00	1,479.00
Total All Timekeepers	5.80	\$255.00	\$1,479.00

Disbursements

Document Reproduction	39.00	
Express Delivery	127.81	
Outside Services	38.72	
Total Disbursements		\$205.53

Total For This Matter **\$1,684.53**



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For Legal Services Rendered Through May 31, 2009 in Connection With:

Matter: 13 - Compensation of Professionals - Orrick

05/01/09	D. Fullem	Review e-mail from D. Felder regarding March 09 fee application; update to R. Wyron regarding same.	0.20
05/01/09	D. Felder	Review and revise March fee application.	0.50
05/03/09	R. Wyron	Review March fee application.	0.30
05/04/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding March 09 fee app status.	0.20
05/04/09	D. Fullem	Review and respond to e-mail from D. Felder and R. Wyron regarding hourly rates.	0.20
05/04/09	D. Fullem	Review e-mail from D. Felder regarding edits to March fee application: confirm edits made with D. Spicuzza.	0.20
05/05/09	D. Fullem	Prepare e-mail to B. Ruhlander regarding status of response to fee auditor report.	0.50
05/08/09	D. Fullem	Begin review of April prebill.	2.00
05/11/09	D. Fullem	Review April prebill (1.8); send e-mails to D. Felder, R. Wyron and P. Reyes regarding same (.2).	1.50
05/11/09	D. Felder	Review April prebill.	0.50
05/12/09	D. Fullem	Finish review of April prebill; discuss with P. Reyes regarding checking of items, totals.	2.00
05/12/09	D. Fullem	Finalize draft response to fee auditor report regarding Oct-Dec 08 period along with supporting charts to same (1.8); prepare e-mail with documents to R. Wyron for review/comment (.2).	0.30
05/13/09	R. Wyron	Review April prebill.	0.60
05/14/09	R. Wyron	Review April prebill and follow-up on comments.	0.60
05/17/09	R. Wyron	Review and respond to Fee Auditor's inquiry.	0.20
05/18/09	D. Fullem	Follow-up with R. Wyron regarding review of reply to fee auditor initial report for Oct-Dec 08 time period.	2.50
05/19/09	D. Fullem	Continue drafting reply letter to fee auditor and finalize (1.0); review and revise charts to attach to letter (1.4); e-mail to R. Wyron regarding same (.1).	0.60
05/19/09	D. Fullem	Review recent Grace payment information; prepare update to fee/expense charts; circulate to R. Wyron, R. Frankel and V. Crossley.	0.10
05/21/09	D. Fullem	Review e-mail from R. Wyron regarding status of April fee application and D. Spicuzza response.	0.20
05/21/09	D. Fullem	Confer with R. Wyron regarding draft reply letter to fee auditor in response to initial report.	



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05/21/09	D. Fullem	Confer with R. Wyron regarding status of draft of response to fee auditor report for period Oct-Dec 08.	0.20
05/22/09	D. Fullem	Review e-mail from D. Spicuzza regarding draft of April fee application.	0.10
05/22/09	D. Fullem	Review e-mail and edits from R. Wyron to reply to fee auditor report (.2); prepare revised/final letter in response to fee auditor initial report for the Oct-Dec 08 time period (.7); review/finalize charts attached to response (.3); prepare e-mail to B. Ruhlander (.1).	1.30
05/26/09	D. Fullem	Review and respond to e-mail from R. Wyron regarding follow-up with fee auditor regarding final report on our quarterly for Oct-Dec 08 period.	0.20
05/28/09	D. Fullem	Review e-mail from R. Wyron to fee auditor in response to request re additional fees from Oct-Dec 08 time period.	0.20
05/28/09	R. Wyron	Review fee application issues.	0.40
05/29/09	D. Fullem	Confer with R. Wyron regarding additional fees to be included in next fee application filing (as relates to the Oct-Dec 08 period); review update to fee auditor regarding processing of same.	0.50
05/29/09	R. Wyron	Follow-up on fee auditor comments (.2); review e-mails re fee application and follow-up (.1).	0.30

Total Hours	16.60	
Total For Services		\$6,303.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	2.00	590.00	1,180.00
Debra O. Fullem	12.10	255.00	3,085.50
Richard H. Wyron	2.50	815.00	2,037.50
Total All Timekeepers	16.60	\$379.70	\$6,303.00

Disbursements		
Document Reproduction	0.80	
Express Delivery	35.73	
Outside Services	19.04	
Total Disbursements		\$55.57

Total For This Matter	\$6,358.57
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Matter: 15 - Travel Time (Non-Working)

05/04/09	R. Frankel	Travel to DC.	1.00
05/06/09	P. Mahaley	Travel to Philadelphia, PA for deposition of G. Priest.	1.00
05/07/09	P. Mahaley	Return travel from Philadelphia, PA.	2.00
05/22/09	P. Mahaley	Travel to NY for settlement meeting with insurer.	3.50

Total Hours	7.50	
Total For Services		\$2,438.75

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	1.00	472.50	472.50
Peri N. Mahaley	6.50	302.50	1,966.25
Total All Timekeepers	7.50	\$325.17	\$2,438.75

Total For This Matter **\$2,438.75**

***** COMBINED TOTALS *****

Total Hours	603.80	
Total Fees, all Matters		\$404,767.75
Total Disbursements, all Matters		\$16,762.38
Total Amount Due		\$421,530.13